

**UNITED STATES OF AMERICA
BEFORE THE
FEDERAL ENERGY REGULATORY COMMISSION**

Illinois Power Company) Docket Nos. EC03-30-000
Illinois Electric Transmission Company, LLC) and ER03-284-000
Trans-Elect, Inc.)

**MOTION TO INTERVENE OUT OF TIME AND
COMMENTS OF THE
ILLINOIS COMMERCE COMMISSION**

Pursuant to Rules 211 and 214(a)(2) of the Federal Energy Regulatory Commission's ("FERC" or "Commission") Rules of Practice and Procedure, 18 C.F.R. §385.211, 385.214(a) and the Notice of Filing issued December 20, 2002, the Illinois Commerce Commission ("ICC") hereby submits its motion to intervene one day out of time and comments in the above-captioned dockets. Given the ICC's administrative process and open meeting schedule, it was unable to meet the January 6, 2003, comment deadline. Because it is early in the process, however, and no other party can adequately represent ICC interests in this proceeding, good cause exists to grant this motion.

The ICC is a State Commission as defined in Section 1.101(k) of the Commission's Rules of General Applicability, 18 C.F.R. §1.101(k). The principal place of business of the ICC is 527 East Capitol Avenue, Springfield, IL 62701. The names, titles and business addresses of the persons designated for service pursuant to Rule 2010(c)(1) of the Commission's Rules of Practice and Procedure are as follows:

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On December 16, 2002, Illinois Power Company (“Illinois Power”), Illinois Electric Transmission Company, LLC (“IETC”), Illinois Transco-Holdings, LP (“ITH”) and Trans-Elect, Inc. (“Trans-Elect”) (collectively, “Applicants”), submitted a joint application (“Application”) seeking an order of the Commission under the Federal Power Act authorizing (1) the reclassification of certain transmission and distribution assets of Illinois Power; (2) the sale and transfer by Illinois Power to IETC of all of Illinois Power’s right, title, and interest in its jurisdictional transmission facilities and related assets (“Purchased Assets”); (3) the rate treatments, rates and terms and conditions of service as set forth in the Application for the provision of open access transmission service over the Purchased Assets through the Midwest ISO; (4) the continuation, without change in rates, terms or conditions, of wholesale distribution service by Illinois Power over its distribution system in conjunction with open access transmission service over the Purchased Assets; and (5) acceptance and/or approval of a rate schedule for wholesale distribution service and the various agreements to be entered into by the parties prior to or at the time of closing as specified in the Application.

The ICC is greatly interested in the issues presented by this FERC case. At its heart, this case presents the question of whether the potential benefits of the proposed business structure (e.g., transmission facility ownership unaffiliated with market interests such as generation or power marketing) outweigh the costs.

The ICC, however, currently has pending before it in adjudication possibly related issues presented by Applicants in ICC Docket Nos. 02-0742 and 02-0743. Out of an abundance of

caution so as to avoid any suggestions of prejudging of issues in those currently pending ICC cases, the ICC will not be commenting substantively in this FERC proceeding at this time.

Should the procedural schedule in this FERC proceeding offer the opportunity in the future for the ICC to submit comments, or otherwise participate, without conflicting with our adjudicatory due process responsibilities in Illinois (or presenting an appearance of such conflict), the ICC would welcome that opportunity.

WHEREFORE, the ICC respectfully requests intervention in the above-captioned proceeding, and for any and all other appropriate relief.

Respectfully submitted,

/s/ Christine F. Ericson

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ILLINOIS COMMERCE COMMISSION

Dated: January 7, 2003

CERTIFICATE OF SERVICE

I hereby certify that I caused copies of the foregoing document of the Illinois Commerce Commission to be served this day upon each person designated on the official service list compiled by the Secretary in this proceeding, a copy of which is attached, in accordance with the requirements of Rule 2010 of the Commission's Rules of Practice and Procedure.

Dated at Chicago, Illinois, this 7th day of January, 2003.

/s/ Christine F. Ericson

Christine F. Ericson
Deputy Solicitor General and
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